Hindustan Unilever Limited
Registered Office: Unilever House, B. D. Sawant Marg, Chakala,
Andheri (East), Mumbai - 400 099
CIN: L15140MH1933PLC002030, Web: www.hul.co.in, Email: levercare.shareholder@unilever.com, Tel: +91 22 39832285 / 39832452

NOTICE
of the Annual General Meeting

Notice is hereby given that the 82nd Annual General Meeting of Hindustan Unilever Limited will be held on Monday, 29th June, 2015 at 2.00 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Auditors thereon.

2. To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the Financial Year ended 31st March, 2015.

3. To appoint a Director in place of Mr. Harish Manwani (DIN 00045160), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Pradeep Banerjee (DIN 02985965), who retires by rotation and being eligible, offers himself for re-appointment.

5. To appoint a Director in place of Mr. P. B. Balaji (DIN 02762983), who retires by rotation and being eligible offers himself for re-appointment.

6. To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as approved by Members at the Eighty First Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Eighty Sixth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Ms. Kalpana Morparia (DIN : 00046081), who was appointed as an Additional Director of the Company with effect from 9th October, 2014 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 9th October, 2014."

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s. RA & Co, Cost Accountants (Firm Registration No. 000242), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, amounting to Rs. 10 lacs (Rupees Ten Lacs only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

9. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT in supersession of the resolution passed by the Members at the Annual General Meeting held on 26th July, 2013 and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Article 114 of the Articles of Association, the Company be and is hereby authorised to pay to its Directors (other than the Managing Director and Whole Time Directors of the Company), for a period of five years commencing from 1st April, 2015 to 31st March, 2020, such sum by way of commission as the Board and/or a Committee thereof may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and computed in the manner provided under Section 198 of the Companies Act, 2013 or Rs. 300 lacs in aggregate, whichever is lower."

10. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

    "RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd June, 2015 to Monday, 29th June, 2015 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.

4. The Final Dividend for the financial year ended 31st March, 2015, as recommended by the Board, if approved at the AGM, will be paid on or after Friday, 3rd July, 2015 to those Members whose name appears in the Register of Members of the Company as on the book closure dates.

5. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

6. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Karvy Computershare Private Limited / Investor Service Department of the Company immediately.

7. In accordance with the Articles of Association of the Company, all Directors (except Mr. Sanjiv Mehta, who has been appointed as the Managing Director for a term of 5 years effective 1st October, 2013), retire every year and, if eligible, offer themselves for re-appointment at the Annual General Meeting. As per the provisions of the Companies Act, 2013, Independent Directors are appointed for a term upto five consecutive years and are not liable to retire by rotation. The relevant details of Directors seeking appointment / re-appointment under Item nos. 3, 4, 5 and 7 of this Notice are provided at page nos. 26 and 27 of the Annual Report.

8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company www.hul.co.in to M/s Karvy Computershare Pvt. Ltd or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

9. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 22nd June, 2015, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Thursday, 25th June, 2015 and will end at 5.00 p.m. on Sunday, 28th June, 2015. In addition, the facility for voting through electronic voting system shall also be made

available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

(i) Open the PDF file 'HUL remote e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

(ii) Launch an internet browser and open https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login.

(iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.

(v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.

(vii) Select 'EVEN' of Hindustan Unilever Limited.

(viii) Now you are ready for e-voting as 'Cast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
–	–	–

(ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) mentioned above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website https://evoting.nsdl.com.

III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Monday, 22nd June, 2015, being the cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or levercare.shareholder@unilever.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.

V. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

11. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the '2001 HLL Stock Option Plan', '2006 HLL Performance Share Scheme' and '2012 HUL Performance Share Scheme' are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection at the Annual General Meeting.

13. Members can also provide their feedback online, using the 'Shareholders' Satisfaction Survey' form available on the 'Investor Centre' page on the website of the Company www.hul.co.in. This feedback will help the Company in improving Shareholder Service Standards.

14. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

15. Members are requested to contact M/s. Karvy Computershare Private Limited / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Centre' page on the website of the Company www.hul.co.in

16. Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit http://karisma.karvy.com and click on Members option for query registration through free identity registration process.

17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Karvy Computershare Private Limited / Investor Service Department of the Company.

18. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

Registered Office:
Unilever House,
B. D. Sawant Marg,
Chakala, Andheri (East),
Mumbai - 400 099

By Order of the Board

Dev Bajpai
Executive Director (Legal & Corporate Affairs) and Company Secretary
FCS No.: 3354

Mumbai : 8th May, 2015

EXPLANATORY STATEMENT

Item No. 7

The Board of Directors of the Company had appointed Ms. Kalpana Morparia as an Additional Director of the Company with effect from 9th October, 2014. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Kalpana Morparia shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Kalpana Morparia signifying her candidature as an Independent Director of the Company.

A brief profile of Ms. Kalpana Morparia, including nature of her expertise, is provided at page no. 27 of this Annual Report.

The Company has received a declaration of independence from Ms. Kalpana Morparia. In the opinion of the Board, Ms. Kalpana Morparia fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.hul.co.in

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Kalpana Morparia, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 7 for approval of the Members.

Item No. 8

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. RA & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 8 for the approval of Members.

Item No. 9

The Members of the Company, at the Annual General Meeting held on 26th July, 2013, had approved the payment of remuneration by

way of commission on profits to Non-Executive Directors of the Company upto a maximum of Rs. 150 lakhs in aggregate, to be allocated in such manner as the Board may determine, from time to time, with effect from 1st January, 2013 for a period of five years.

In line with the globally accepted governance practices, your Company had adopted a 'Differential Remuneration Policy' for Non-Executive Directors under which the payment of remuneration is linked to their attendance at the meetings of the Board or Committees thereof and also depending upon their position in various Committees of the Board, whether that of the Chairman or Member of the Committees.

In accordance with the approval of the Board, all the Non-Executive Independent Directors are currently paid a remuneration of Rs. 15 lakhs per annum by way of fixed commission and a variable commission linked to their attendance at Meetings and also depending upon their position in the Committees. In addition, the Non-Executive Directors are paid sitting fees for attending the meetings of the Board or Committees thereof.

With the introduction of the Companies Act, 2013 and amendments in the Equity Listing Agreement, the role of Independent Directors to maintain oversight has gone up. These changes have enhanced the Corporate Governance requirements, particularly Board Governance and Management, requiring greater time commitments, attention and higher level of oversight of the Independent Directors.

Further, Mr. Harish Manwani, Non-Executive Chairman of the Company, has retired from the position of Chief Operating Officer of Unilever with effect from 31st December, 2014. Mr. Manwani, however, continues to act as the Non-Executive Chairman of the Company. Mr. Harish Manwani, did not receive any remuneration, whether by way of commission or sitting fees from the Company till his retirement from Unilever i.e. 31st December, 2014. Subsequent to his retirement from Unilever, the Board of Directors have approved the proposal to remunerate Mr. Manwani for his role as the Non-Executive Chairman of the Company with effect from 1st January, 2015. In addition to the responsibility of a Non-Executive Chairman, Mr. Manwani would also be responsible for leading the evaluation process of the Board, its Committees and Individual Directors under both the Companies Act and Equity Listing Agreement.

Considering above changes, it is proposed to revise the maximum limit of remuneration payable to Non-Executive Directors from the existing Rs. 150 lakhs to Rs. 300 lakhs. The revised limit shall be made effective from 1st April, 2015 for a period of five years. The revised limit is commensurate with enhanced role and engagement of the Non-Executive Directors of the Company. The remuneration payable to each Non-Executive Director shall be determined by the Board or Committee thereof within this overall limit of Rs. 300 lakhs.

The aforesaid maximum limit is enabling in nature to accommodate future revisions, bearing in mind that the approval of Members is valid for a period of five years commencing 1st April, 2015 upto 31st March, 2020.

None of the Directors or Key Managerial Personnel and their relatives (except Non-Executive Directors), are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Special Resolution set out at Item no. 9 for the approval of Members.

Item No. 10

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1913.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at www.hul.co.in for perusal by the shareholders.

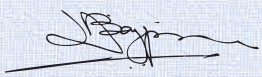
None of the Directors or Key Managerial Personnel and the relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Special Resolution set out at Item no. 10 for the approval of Members.

Registered Office:
Unilever House,
B. D. Sawant Marg,
Chakala, Andheri (East),
Mumbai - 400 099

Mumbai : 8th May, 2015

By Order of the Board



Dev Bajpai
Executive Director (Legal & Corporate Affairs)
and Company Secretary
FCS No.: 3354